FARAD CONTINUATION SHEET NO.

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
NAGPUR BENCH AT NAGPUR
Company Application No. 53/2007

In the matter of Sihora Paper Mills Ltd. Office at Village Sihora, P. O. Khandelwal Nagar, Tah. Parseoni, dist. Nagpur.

Office Notes, Office Memoranda of Coram, appearances, Court's Orders or directions and Registrar's orders.	Court's or Judge's Orders

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Mr. A. Naik, Advocate for the Company-applicant.

CORAM: A. B. CHAUDHARI, J
DATED : 22nd June 2007

Having heard learned counsel for the applicant, following order is passed in terms of the minutes of the order:-

"a) Order that a meeting of the Equity Shareholders of SIHORA PAPER MILLS LIMITED Applicant / the Second Transferor Company be convened and held at Village - Sihora, P.O Khandelwal Nagar, Tah. Parseoni, Dist.-Nagpur-441401 . on Saturday, 4th day of August, 2007 at 1:30 p.m. for the purpose of considering and if thought fit, approving, with or without modification, the Arrangement embodied in the Scheme of Amalgamation of THE VIDARBHA PAPER MILLS LIMITED, the First Transferor Company and SIHORA PAPER MILLS LIMITED[Formerly Known as JAYAKWADI PULP AND PAPER MILLS LIMITED], the Applicant or the Second

Transferor Company with SUNDARAM MULTI PAP LIMITED, the Transferee Company.

b) That a meeting of the Secured Creditor of SIHORA PAPER MILLS LIMITED Applicant / the Second Transferor Company be convened and held at Village - Sihora, P.O Khandelwal Nagar, Tah. Parseoni, Dist.-Nagpur- 441401 on Saturday, 4th day of August, 2007 at 2:00 p.m. for the purpose of considering, and if thought fit, approving, with or without modification, the Arrangement embodied in the Scheme of Amalgamation of THE VIDARBHA PAPER MILLS LIMITED, the First Transferor Company and SIHORA PAPER MILLS LIMITED[Formerly Known as JAYAKWADI PULP AND PAPER MILLS LIMITED], the Applicant Company or the Second Transferor Company with SUNDARAM MULTI PAP LIMITED, the Transferee Company.

c) Order that the convening and holding of the meeting of the Unsecured Creditors of the Applicant Company to consider and approve the proposed Arrangement embodied in the Scheme of Amalgamation of THE VIDARBHA PAPER MILLS LIMITED, the First Transferor Company and SIHORA PAPER MILLS LIMITED, the Applicant Company or the Second Transferor Company with SUNDARAM MULTI PAP LIMITED, the Transferee Company is

dispensed with in view of the averment made in para (22) of the affidavit dated 18th June, 2007 of Mr. Mr. K. N. Tiwari, Director of the Applicant company in support of the Summons for Directions dated this 20th day of June, 2007. The Applicant undertakes to issue notice of date of hearing of Petition to all its Unsecured Creditors and also publish the same in the newspapers. The said undertaking is accepted.

d) That at least 21 clear days before the meetings to be held as aforesaid, an advertisement convening the said meetings, at the place and time aforesaid and stating that copies of the arrangement embodied in the Scheme of Amalgamation and the statement required to be furnished pursuant to Section 393 of the Companies Act, 1956 and form of proxy can be obtained free of charge at the registered office of the Applicant Company as aforesaid and/or at the office of its advocates Mr. Sunil Manohar, Advocates, Dhantoli, Nagpur, shall be published once each in 'Indian Express' in English and 'Lokmat' in Marathi and publication of notice in the Maharashtra Government Gazette is dispensed with.

e) That in addition, at least 21 clear days before the meetings to be held as aforesaid, a notice convening the said meetings at the place and time aforesaid, together with a copy of the Scheme of Amalgamation, a copy of the statement

required to be sent under Section 393 and the prescribed form of proxy, shall be sent by Pre-paid letter post under Certificate of Posting addressed to each of the Equity Shareholders and Secured Creditors at their respective registered or last known addresses.

f) Order that the Advocates for the Applicant Company do within 7 (seven) days from this date file in Court the form of notices, draft of advertisements and the statement under Section 393 of the Companies Act, 1956 to accompany the notices and the form of proxy and the same shall be settled and approved by the Company Registrar of this Honourable Court.

g) That Mr. Siddhesh Sharma, Director of the Applicant Company, failing him, Mr. K.N. Tiwari, Director of the Applicant Company, is appointed as the Chairman for the above meetings to be held at at Village - Sihora, P.O Khandelwal Nagar, Tah. Parseoni, Dist.-Nagpur- 441401, on Saturday, 4th day of August, 2007 at 1:30 p.m. and 2:00 p.m. respectively or any adjournment or adjournments thereof.

h) The Chairman appointed for the meetings do issue the advertisement and send out the notices of the meetings

referred to above. He shall have all power under the Article of Association of the Company and under the Companies Court Rules, 1959 in relation to conduct of the meetings including for deciding procedural questions that may arise at the meetings or at any adjournment thereof or any other matter including amendment to the scheme / Resolution of any, propose at the meeting by any person(s).

i) That quorum for the aforesaid meetings of the Equity Shareholders shall be 5 (Five) Equity Shareholders present in person.

j) That quorum for the aforesaid meeting of the Secured Creditors shall be 1(one) Secured Creditor present in person.

k) That voting by proxy be permitted, provided that a proxy in the prescribed form duly signed by the person entitled to attend and vote at the meetings, is filed with the Applicant Company at its registered office at Village - Sihora, P.O Khandelwal Nagar, Tah. Parseoni, Dist.-Nagpur- 441401 not later than 48 hours before the meetings.

l) That the value of the shares of each of the Equity Shareholders and Secured Creditors shall be in accordance

with the books of the Applicant Company and where the entries in the books are disputed, the Chairman shall determine the value for the purpose of the meetings.

m) That the Chairman appointed for the meetings do report to this Court the result of the said meeting within 30 days of the conclusion of the meeting and the said report shall be verified by his affidavit."

JUDGE

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